



**XINYU HENGDELI HOLDINGS LIMITED**  
**新宇亨得利控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

(the “**Company**”)

(Stock Code: 3389)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of the shareholders of the Company will be held at Conference Room, 5th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong, on Tuesday, 6 February, 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the shares of the Company in their subdivided form and the subdivided shares to be issued pursuant to the exercise of options in accordance with the Company’s share option scheme, every issued and unissued share forming part of the authorised share capital of HK\$20,000,000 divided into of the Company comprising 2,000,000,000 shares of HK\$0.01 be subdivided into two shares of HK\$0.005 each with effect from the next day immediately following the day on which this resolution is passed and that the directors of the Company be authorised to issue new share certificates in respect of the Subdivided Shares to holders of existing shares of the Company pursuant to the subdivision of shares and to do all things and execute all documents in connection with or incidental to such share subdivision.”

By Order of the Board of  
**XINYU HENGDELI HOLDINGS LIMITED**  
**Zhang Yuping**  
*Chairman*

Hong Kong, 15 January 2007

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. A proxy need not be a shareholder of the Company. All proxies must be deposited with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting.
2. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

*As at the date of this announcement, the Executive Director and Chairman of the Company is Mr. Zhang Yuping (Chairman), the Executive Directors are Mr. Song Jianwen and Mr. Huang Yonghua, the Non-executive Directors are Mr. Chen Sheng, Mr. Shen Zhiyuan, Mr. Shi Zhongyang and Mr. George Jian Chuang, the Independent Non-executive Directors are Mr. Cai Jianmin, Mr. Wong Kam Fai William and Mr. Liu Huangsong.*

Please also refer to the published version of this announcement in South China Morning Post.